

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

WALKER DIGITAL, LLC,

Plaintiff,

v.

AMERICAN AIRLINES, INC.;
AMAZON.COM, INC.; BEST BUY CO.,
INC.; BESTBUY.COM, LLC; BBY
SOLUTIONS, INC.; DELL INC.; DELTA
AIR LINES, INC.; EXPEDIA, INC.;
HEWLETT-PACKARD COMPANY; SONY
ELECTRONICS INC.; AND WAL-MART
STORES, INC.,

Defendants.

Civil Action No. _____

JURY TRIAL DEMANDED

COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff Walker Digital, LLC (“Walker Digital”) files this complaint for patent infringement against defendants Amazon.com, Inc. (“Amazon”), American Airlines, Inc. (“American”), Best Buy Co., Inc. (“Best Buy Co.”), BestBuy.com, LLC (“BestBuy.com”), BBY Solutions, Inc. (“BBY”), Dell Inc. (“Dell”), Delta Air Lines, Inc. (“Delta”), Expedia, Inc. (“Expedia”), Hewlett-Packard Company (“HP”), Sony Electronics Inc. (“Sony”), and Wal-Mart Stores, Inc. (Wal-Mart”) (collectively, the “Defendants”):

THE PARTIES

1. Walker Digital is a Delaware limited liability company with its principal place of business located at 2 High Ridge Park, Stamford, Connecticut 06905. Walker Digital is a world-renowned research and development laboratory responsible for launching several successful businesses, including Priceline.com and Synapse, Inc.

2. On information and belief, Amazon is a Delaware corporation with its principal place of business located at 410 Terry Ave North, Seattle, Washington 98109-5210.

3. On information and belief, American is a Delaware corporation with its principal place of business located at 4333 Amon Carter Boulevard, Fort Worth, Texas 76155.

4. On information and belief, Best Buy Co. is a Minnesota corporation with its principal place of business located at 7601 Penn Avenue South, Richfield, Minnesota 55423.

5. On information and belief, BestBuy.com is a Virginia limited liability company with its principal place of business located at 7075 Flying Cloud Drive, Eden Prairie, Minnesota 55344-3532.

6. On information and belief, BBY is a Minnesota corporation with its principal place of business located at 100 S 5th Street, Suite 1075, Minneapolis, Minnesota 55402.

7. On information and belief, Dell is a Delaware corporation with its principal place of business located at 1 Dell Way, Round Rock, Texas 78682.

8. On information and belief, Delta is a Delaware corporation with its principal place of business located at 1030 Delta Boulevard, Atlanta, Georgia 30320-6001.

9. On information and belief, Expedia is a Delaware corporation with its principal place of business located at 333 108th Avenue Northeast, Bellevue, Washington 98004.

10. On information and belief, HP is a Delaware corporation with its principal place of business located at 3000 Hanover Street, Palo Alto, California 94304.

11. On information and belief, Sony is a Delaware corporation with its principal place of business located at 16530 Via Esprillo, San Diego, California 92127.

12. On information and belief, Wal-Mart is a Delaware corporation with its principal place of business located at 702 Southwest 8th Street, Bentonville, Arkansas 72716.

JURISDICTION AND VENUE

13. This action arises under the patent laws of the United States, Title 35 of the United States Code. This Court has subject matter jurisdiction under 28 U.S.C. §§ 1331 and 1338(a).

14. On information and belief, each Defendant is subject to this Court's jurisdiction because each Defendant has transacted business in this district, including, more specifically, directly and/or through intermediaries, making, using, importing, offering for sale and/or selling products and services in the State of Delaware (including via the provision of such goods and services over the Internet). Each defendant, upon information and belief, is doing substantial business in this District, and has committed acts of patent infringement in this District. In addition, each Defendant except for Best Buy Co., BestBuy.com, and BBY is a corporation organized and existing under the laws of the State of Delaware.

15. Venue is proper in this district under 28 U.S.C. §§ 1391(b) and (c), and 1400(b).

THE ASSERTED PATENTS

16. On October 24, 2000, the United States Patent and Trademark Office ("USPTO") duly and legally issued U.S. Patent No. 6,138,105 (the "'105 patent"), entitled "System and Method for Dynamic Assembly of Packages in Retail Environments," to Jay S. Walker, Daniel E. Tedesco, and Andrew S. Van Luchene, who assigned their rights and interests in the '105 patent to Walker Digital. A true and correct copy of the '105 patent is attached as Exhibit A.

17. On July 29, 2003, the United States Patent and Trademark Office (“USPTO”) duly and legally issued U.S. Patent No. 6,601,036 (the “’036 patent”), entitled “System and Method for Dynamic Assembly of Packages in Retail Environments,” to Jay S. Walker, Daniel E. Tedesco, and Andrew S. Van Luchene, who assigned their rights and interests in the ’036 patent to Walker Digital. A true and correct copy of the ’036 patent is attached as Exhibit B.

18. Walker Digital is the owner of the ’105 and ’036 patents (collectively, the “Asserted Patents”).

FACTUAL BACKGROUND

19. Walker Digital is a research and development laboratory that has invested many millions of dollars in its intellectual property. Walker Digital is comprised of a diverse group of inventors who solve business problems by analyzing human behavior and designing innovative solutions incorporating modern information technologies. The novel inventions developed by the Walker Digital team are reflected in a portfolio of more than 200 U.S. and international patents in a wide range of industries that includes retail, vending, credit cards, security, gaming, educational testing, and entertainment.

20. Jay S. Walker, the chairman of Walker Digital, is a named inventor of more than 450 issued and pending U.S. and international patents, including each of the Asserted Patents. Mr. Walker is best known as the founder of Priceline.com, which revolutionized the travel industry through unprecedented technology, with the end result of bringing huge savings in airfare, hotel and car rental rates, and other travel related goods and services to every-day consumers. The systems at the heart of Priceline.com’s success were developed in the research and development laboratory of Walker Digital.

21. Development of the inventions conceived by Mr. Walker and the Walker Digital team of inventors would not have been possible without substantial financial investments made

by Walker Digital. Funds invested by Walker Digital have been used for many things, including the construction of laboratory facilities utilized to develop and test new inventions. Many of the inventions developed at the Walker Digital laboratories have led to successful businesses, including Priceline.com and Synapse, Inc. Revolutionary technologies, including the systems and methods for generating a single-use financial account number for facilitating financial account transactions, as described and claimed in the Asserted Patents, were a direct result of investments made by Walker Digital.

22. The Asserted Patents represent breakthroughs in the field of retail sales of products and services.

COUNT I

(Infringement of the '105 Patent)

23. Walker Digital incorporates and realleges the allegations of paragraphs 1-22 as are fully set forth above.

24. Upon information and belief, Amazon is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its Frequently Bought Together feature, which practice one or more of the claims of the '105 patent. For instance, upon information and belief, Amazon's Frequently Bought Together feature offers products together as a package but no longer offers the package when the inventory level of one of the products reaches 0.

25. Upon information and belief, American is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel packages, which

practice one or more of the claims of the '105 patent. For instance, upon information and belief, American offers hotel packages on its web site with the purchase of airline tickets but no longer offers the package when the inventory level of one of the products reaches 0.

26. Upon information and belief, each of Best Buy Co., BestBuy.com, and BBY is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least their Related Products offering feature, which practice one or more of the claims of the '105 patent. For instance, upon information and belief, their Related Products feature offers products together as a package but no longer offers the package when the inventory level of one of the products reaches 0.

27. Upon information and belief, Dell is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its Related Products and Required Products offering features, which practice one or more of the claims of the '105 patent. For instance, upon information and belief, Dell's Related Products and Required Products features offer products together as a package but no longer offer the package when the inventory level of one of the products reaches 0.

28. Upon information and belief, Delta is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel and Trip Services & Activities packages, which practice one or more of the claims of the '105 patent. For instance, upon information and belief, Delta offers hotel and other trip service and activity packages on its

web site with the purchase of airline tickets but no longer offers the package when the inventory level of one of the products reaches 0.

29. Upon information and belief, Expedia is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel packages under a "Save Even More – Add a Hotel" heading, which practice one or more of the claims of the '105 patent. For instance, upon information and belief, Expedia offers hotel packages on its web site with the purchase of airline tickets but no longer offers the package when the inventory level of one of the products reaches 0.

30. Upon information and belief, HP is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offerings on its web site under the headings "Customers who bought also bought," "May we suggest" and "Consider these products," which practice one or more of the claims of the '105 patent. For instance, upon information and belief, those offerings offer products together as a package but no longer offer the package when the inventory level of one of the products reaches 0.

31. Upon information and belief, Sony is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offerings on its web site under the headings "Add Accessories" and "Sony Recommends," which practice one or more of the claims of the '105 patent. For instance,

upon information and belief, those offerings offer products together as a package but no longer offer the package when the inventory level of one of the products reaches 0.

32. Upon information and belief, Wal-Mart is infringing (literally and/or under the doctrine of equivalents) the '105 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offering on its web site under the heading "People Who Bought This Item Also Bought," which practice one or more of the claims of the '105 patent. For instance, upon information and belief, this offering offers products together as a package but no longer offers the package when the inventory level of one of the products reaches 0.

33. Each defendant has committed these acts of infringement without license or authorization.

34. As a result of each defendant's infringement of the '105 patent, Walker Digital has suffered monetary damages in an amount not yet determined, and will continue to suffer damages in the future unless each defendant's infringing activities are enjoined by this Court.

35. Walker Digital has suffered and will continue to suffer severe and irreparable harm unless this Court issues a permanent injunction prohibiting each defendant, its agents, servants, employees, representatives, and all others acting in active concert therewith from infringing the '105 patent.

COUNT II

(Infringement of the '036 Patent)

36. Walker Digital incorporates and realleges the allegations of paragraphs 1-35 as are fully set forth above.

37. Upon information and belief, Amazon is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by,

among other things, making, using, importing, offering for sale and/or selling products and services, including at least its Frequently Bought Together feature, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, Amazon's Frequently Bought Together feature offers products together where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

38. Upon information and belief, American is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel packages, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, American offers hotel packages on its web site with the purchase of airline tickets where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

39. Upon information and belief, each of Best Buy Co., BestBuy.com, and BBY is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least their Related Products offering feature, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, Amazon's Frequently Bought Together feature offers products together where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

40. Upon information and belief, Dell is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other

things, making, using, importing, offering for sale and/or selling products and services, including at least its Related Products and Required Products offering features, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, Dell's Related Products and Required Products features offer products together where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

41. Upon information and belief, Delta is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel and Trip Services & Activities packages, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, Delta offers hotel and other trip service and activity packages on its web site with the purchase of airline tickets where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

42. Upon information and belief, Expedia is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its sales of airline ticket on its website with hotel packages under a "Save Even More – Add a Hotel" heading, which practice one or more of the claims of the '036 patent. For instance, upon information and belief, Expedia offers hotel packages on its web site with the purchase of airline tickets where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

43. Upon information and belief, HP is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offerings on its web site under the headings "Customers who bought also bought," "May we suggest" and "Consider these products," which practice one or more of the claims of the '036 patent. For instance, upon information and belief, these offerings offer products together where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

44. Upon information and belief, Sony is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offerings on its web site under the headings "Add Accessories" and "Sony Recommends," which practice one or more of the claims of the '036 patent. For instance, upon information and belief, these offerings offer products together where at least one of the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

45. Upon information and belief, Wal-Mart is infringing (literally and/or under the doctrine of equivalents) the '036 patent in this District and throughout the United States by, among other things, making, using, importing, offering for sale and/or selling products and services, including at least its offering on its web site under the heading "People Who Bought This Item Also Bought", which practice one or more of the claims of the '036 patent. For instance, upon information and belief, this offering offers products together where at least one of

the products is a complementary product that has an acceptable demand level, such as number of complementary products sold historically or daily or other such determinations.

46. Each defendant has committed these acts of infringement without license or authorization.

47. As a result of each defendant's infringement of the '036 patent, Walker Digital has suffered monetary damages in an amount not yet determined, and will continue to suffer damages in the future unless each defendant's infringing activities are enjoined by this Court.

48. Walker Digital has suffered and will continue to suffer severe and irreparable harm unless this Court issues a permanent injunction prohibiting each defendant, its agents, servants, employees, representatives, and all others acting in active concert therewith from infringing the '036 patent.

DEMAND FOR JURY TRIAL

Plaintiff Walker Digital, under Rule 38 of the Federal Rules of Civil Procedure, requests a trial by jury of any issues so triable by right.

PRAYER FOR RELIEF

For the above reasons, Walker Digital respectfully requests that this Court grant the following relief in favor of Walker Digital and against each defendant:

(a) A judgment in favor of Walker Digital that each defendant has directly infringed one or more claims of each of the Asserted Patents;

(b) A permanent injunction enjoining each defendant and its officers, directors, agents, servants, affiliates, employees, divisions, branches, subsidiaries, parents, and all others acting in active concert or participation with each defendant, from infringing each of the Asserted Patents;

(c) A judgment and order requiring each defendant to pay Walker Digital its damages, costs, expenses, and pre-judgment and post-judgment interest for each defendant's infringement of each of the Asserted Patents;

(d) A judgment and order requiring each defendant to provide an accounting and to pay supplemental damages to Walker Digital, including, without limitation, pre-judgment interest;

(e) A judgment and order finding that this is an exceptional case within the meaning of 35 U.S.C. § 285 and awarding Walker Digital its reasonable attorneys' fees; and

(f) Any and all such other relief as the Court deems just and proper.

April 11, 2011

BAYARD, P.A.

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